255315 01/31/94
THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (WBJ)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(s)	SEND TAX BILLS TO:	MAP-PARCEL NUMBER
Carlton Enterprises, Inc. 7815 Kingston Pike Knoxville, TN 37919	Same	162-171

FOR AND IN CONSIDERATION of the sum of One Hundred Sixty Thousand Dollars ($160,000), and other good and valuable consideration the receipt of which is hereby acknowledged, R. David McDowell, R. Dennis McDowell, First American Trust Company, N. A., as Trustee of trusts created under the Last Will and Testament of Robert A. McDowell and Marilyn Patricia Cobb McDowell, and Baltz Brothers Packing Company, D.I.P., a Tennessee corporation, and R. David McDowell, as Agent of all of the foregoing (the "Grantors"), have this day bargained and sold and by these presents do hereby transfer and convey to Carlton Enterprises, Inc., a Tennessee corporation, (the "Grantee"), its successors and assigns, the following real property located in Nashville, Tennessee, to wit:

TRACT I

ROADWAY TRACT

Being a parcel of land in the Second Civil District of Nashville, Davidson County, Tennessee, being located to the north of Bell Road, south of Tusculum Road, and west of Blue Hole Road, and being more fully described as follows:

BEGINNING at a point in the northerly margin of Bell Road, said point being N 77° 55′ 03" W, 188.66 feet from the southwest corner of property conveyed to James Vance Berry, Trustee by deed of record in Book 4322, page 268, R.O.D.C.T., said point being on the easterly margin of a proposed road;

(1) THENCE, with said northerly margin of Bell Road, N 76° 39′ 36" W, 52.24 feet to an iron pin;

(2) THENCE, with said northerly margin with a curve to the left 47.59 feet to a concrete monument, said curve having a central angle of 01° 39′ 56", a radius of 1637.00 feet, a tangent of 23.80 feet, and a chord of N 77° 29′ 28" W, 47.59 feet, said point also being the southwest corner of property conveyed to

R. David McDowell, Agent, by deed of record in Book 7855, page 973, R.O.D.C.T.;

(3) THENCE, leaving Bell Road, with the westerly boundary of said R. David McDowell, Agent property, said westerly boundary also being the westerly margin of a proposed road, with a curve to the left 38.54 feet to a concrete monument, said curve having a central angle of 88° 19′ 38", a radius of 25.00 feet, a tangent of 24.28 feet, and a chord of N 57° 30′ 45" E, 34.84 feet;

(4) THENCE, with said westerly boundary N 13° 20′ 56" E, 0.73 feet to an iron pin;

(5) THENCE, continuing with said westerly boundary with a curve to the right 206.22 feet to a concrete monument, said curve having a central angle of 17° 00′ 48", a radius of 694.48 feet, a tangent of 103.87 feet, and a chord of N 21° 51′ 20" E, 205.46 feet;

(6) THENCE, continuing with said westerly boundary N 30° 21′ 44" E, 74.84 feet to an iron pin;

(7) THENCE, continuing with said westerly boundary with a curve to the left 184.79 feet to a concrete monument, said curve having a central angle of 26° 35′ 42", a radius of 398.11 feet, a tangent of 94.09 feet, and a chord of N 17° 07′ 46" E, 183.14 feet;

(8) THENCE, continuing with said westerly boundary N 03° 49′ 55" E, 89.24 feet to a concrete monument;

(9) THENCE, continuing with said westerly boundary with a curve to the left 246.58 feet to a concrete monument, said curve having a central angle of 40° 57′ 54", a radius of 344.88 feet, a tangent of 128.82 feet, and a chord of N 16° 39′ 02" W 241.36 feet;

(10) THENCE, leaving said westerly boundary of the R. David McDowell, Agent property and continuing with the westerly margin of the westerly branch of said proposed road, N 37° 10′ 35" W 175.00 feet to a point;

(11) THENCE, continuing with said westerly margin with a curve to the right 19.89 feet to a point, said curve having a central angle of 5° 18′ 03", a radius of 215.00 feet, a tangent of 9.95, and a chord of N 34° 31′ 34" W, 19.88 feet;

(12) THENCE, continuing with said westerly margin with a curve to the right 92.13 feet to a point, said curve having a central angle of 24° 33′ 06", a radius of 215.00 feet, a tangent of 46.78 feet, and a chord of N 19° 35′ 59" W, 91.43 feet;

(13) THENCE, continuing with said westerly margin, N 08° 50′ 36" W, 118.00 feet to a point;

(14) THENCE, continuing with said westerly margin with a curve to the left 51.84 feet to a point, said curve having a central angle of 18° 33′ 52", a radius of 160.00 feet, a tangent of 26.15 feet, and a chord of N 18° 07′ 32" W, 51.61 feet;

(15) THENCE, leaving said westerly margin and with a severance line, N 62° 35′ 32" E, 50.00 feet to a point in the easterly margin of the westerly branch of said proposed road;

(16) THENCE, continuing with said easterly margin of the westerly branch of said proposed road with a curve to the right 68.04 feet to a point, said curve having a central angle of 18° 33′ 52", a radius of 210.00 feet, a tangent of 34.32 feet, and a chord of S 18° 07′ 32" E, 67.74 feet;

(17) THENCE, continuing with said easterly margin, S 08° 50′ 06" E, 119.33 feet to a point;

(18) THENCE, continuing with said easterly margin with a curve to the left 70.70 feet to a point, said curve having a central angle of 24° 33′ 06", a radius of 165.00 feet, a tangent of 35.90 feet, and a chord of S 19° 35′ 59" E, 70.16 feet;

(19) THENCE, continuing with said easterly margin of the proposed road with a curve to the left 15.27 feet to a point, said curve having a central angle of 05° 18′ 03", a radius of 165.00 feet, a tangent of 7.64 feet, and a chord of S 34° 31′ 34" E, 15.26 feet;

(20) THENCE, continuing with said easterly margin, S 37° 10′ 35" E, 175.00 feet to a point;

(21) THENCE, continuing with said easterly margin with a curve to the right 59.66 feet to a point, said curve having a central angle of 08° 39′ 22", a radius of 394.88 feet, a tangent of 29.89 feet, and a chord of S 32° 50′ 54" E, 59.60 feet;

(22) THENCE, continuing with said easterly margin with a curve to the left 50.08 feet to a point, said point also being in the northerly margin of the easterly branch of said proposed road, said curve having a central angle of 81° 58′ 37", a radius of 35.00 feet, a tangent of 30.41 feet, and a chord of S 69° 30′ 31" E, 45.91 feet;

(23) THENCE, with said northerly margin of the easterly branch of said proposed road with a curve to the left 136.30 feet to a point, said curve having a central angle of 43° 23′ 07", a radius of 180.00 feet, a tangent of 71.60 feet, and a chord of N 47° 48′ 37" E, 133.07 feet;

(24) THENCE, continuing with said northerly margin with a curve to the left, 29.72 feet to a point, said curve having a central angle of 9° 27′ 40", a radius of 180.00 feet, a tangent of 14.90 feet, and a chord of N 21° 23′ 13" E, 29.69 feet;

(25) THENCE, leaving said northerly margin with a severance line S 71° 13′ 11" E, 50.03 feet to a point, said point being in the southerly margin of said easterly branch of the proposed road;

(26) THENCE, with said southerly margin with a curve to the right 210.28 feet to a point, said curve having a central angle 52° 23′ 04", a radius of 230.00, a tangent of 113.14 feet, and a chord of S 43° 18′ 38" W, 203.04 feet;

(27) THENCE, continuing with said southerly margin with a curve to the left 50.08 feet to a point, said point being in the easterly margin of the proposed road, said curve having a central angle of 81° 58′ 36", a radius of 35.00 feet, a tangent of 30.41 feet, and a chord of S 28° 30′ 52" W, 45.91 feet;

(28) THENCE, with said easterly margin of the proposed road with a curve to the right 112.38 feet to a point, said curve having a central angle of 16° 18′ 21", a radius of 394.88 feet, a tangent of 56.57 feet, and a chord of S 04° 19′ 15" E, 112.00 feet;

(29) THENCE, continuing with said easterly margin S 03° 49′ 55" W, 89.18 feet to a point;

(30) THENCE, continuing with said easterly margin with a curve to the right 208.00 feet to a point, said curve having a central angle of 26° 35′ 42", a radius of 448.11 feet, a tangent of 105.91 feet, and a chord of S 17° 03′ 53" W, 206.14 feet;

(31) THENCE, continuing with said easterly margin S 30° 21′ 44" W, 74.84 feet to a point;

(32) THENCE, continuing with said easterly margin with a curve to the left 191.39 feet to a point, said curve having a central angle of 17° 00′ 55", a radius of 644.48 feet, a tangent of 96.41 feet, and a chord of S 21° 51′ 17" W, 190.69 feet;

(33) THENCE, continuing with said easterly margin with a curve to the left 39.82 feet to the point of beginning, said curve having a central angle of 91° 15′ 29", a radius of 25.00 feet, a tangent of 25.56 feet, and a chord of S 32° 17′ 01" E, 35.74 feet;

and containing 1.76 acres more or less.

Being the same property contained in the Roadway Tract described in the Nonexclusive Easement Agreement of record in Book 8113, page 849, said Register's Office, and the property added to the Roadway Tract by the First Amendment to Nonexclusive Easement Agreement of record in Book 8128, page 92, said Register's Office.

TRACT II

Being a parcel of land in the Second Civil District of Nashville, Davidson County, Tennessee, being located north of Bell Road, south of Tusculum Road, and west of Blue Hole Road, and being more fully described as follows:

BEGINNING at a point in the westerly boundary of property conveyed to R. David McDowell, Agent, by a Trustee's Deed of record in Book 7855, page 973, Register's Office of Davidson County, Tennessee, said point being the northwesterly corner of Parcel 4 described in the Deed of Correction to Carlton Enterprises, Inc., of record in Book 8128, page 85, said Register's Office;

(1) THENCE, continuing with the boundaries of the R. David McDowell, Agent property for the following seven calls, N 39° 53′ 06" W, a distance of 11.00 feet to a concrete monument;

(2) THENCE, S 59° 27′ 44" W, a distance of 276.06 feet to a concrete monument;

(3) THENCE, N 18° 52′ 57" E, a distance of 549.31 feet to an iron pin at the southwesterly corner of property conveyed to J. R. Thomason by deed of record in Book 2998, page 555, said Register's Office;

(4) THENCE, along the southerly boundary of the Thomason property, N 75° 28′ 32" E, a distance of 221.53 feet to an iron pin;

(5) THENCE, continuing along the southerly boundary of the Thomason property, N 80° 51′ 17" E, a distance of 430.41 feet to an iron pin;

(6) THENCE, along the southerly boundary of property conveyed to the Antioch United Methodist Church by deed of record at Book 5495, page 6, said Register's Office, S 71° 25′ 00" E, a distance of 338.13 feet to an iron pin;

(7) THENCE, along the westerly boundary of property conveyed to Barnett-Range Corporation by deed of record in Book 6323, page 621, said Register's Office, S 18° 46′ 49" W, a distance of 828.32 feet to an iron pin at the northeasterly corner of Parcel 3 described in said Deed of Correction to Carlton Enterprises;

(8) THENCE, leaving the boundary of the R. David McDowell Agent property and continuing along the northerly boundary of said Parcel 3, N 71° 13′ 11" W, a distance of 153.39 feet to a point on the westerly margin of the easterly branch of the Roadway Tract comprising Tract I;

(9) THENCE, with said westerly margin of the easterly branch of the Roadway Tract with a curve to the right, a distance of 29.72 feet to a point, said curve having a central angle of 9° 27′ 40", a radius of 180.00 feet, a tangent of 14.90 feet, and a chord of S 21° 23′ 13" W, 29.69 feet;

(10) THENCE, along the northeasterly boundary of Parcel 2 described in said Deed of Correction to Carlton Enterprises, N 65° 13′ 11" W, a distance of 100.30 feet to a point;

(11) THENCE, continuing along said northeasterly boundary, N 38° 13′ 11" W, a distance of 159.10 feet to a point;

(12) THENCE, along the northwesterly boundary of said Parcel 2, S 58° 56′ 59" W, a distance of 103.15 feet to a point on the easterly margin of the westerly branch of the Roadway Tract comprising Tract I;

(13) THENCE, along said easterly margin of the westerly branch of the Roadway Tract, N 37° 10′ 35" W, 3.00 feet to a point;

(14) THENCE, continuing with said easterly margin along a curve to the right, a distance of 15.27 feet to a point, said curve having a central angle of 5° 18′ 03", a radius of 165.00 feet, a tangent of 7.64 feet, and a chord of N 34° 31′ 34" W, 15.26 feet;

(15) THENCE, following said easterly margin along a curve to the right a distance of 70.70 feet to a point, said curve having a central angle of 24° 33′ 06", a radius of 165.00 feet, a tangent of 35.90 feet, and a chord of N 19° 35′ 59" W, 70.16 feet;

(16) THENCE, continuing with said easterly margin, N 08° 50′ 06" W, a distance of 119.33 feet to a point;

(17) THENCE, continuing with said easterly margin, along a curve to the left, a distance of 68.04 feet to a point, said curve having a central angle of 18° 33′ 52", a radius of 210.00 feet, a tangent of 34.32 feet, and a chord of N 18° 07′ 32" W, 67.74 feet;

(18) THENCE, leaving said easterly margin and with a severance line, S 62° 35′ 32" W, a distance of 50.00 feet to a point on the westerly margin of the westerly branch of the Roadway Tract at the northeasterly corner of said Parcel 4;

(19) THENCE, along the northerly margin of said Parcel 4, S 50° 06′ 54" W, a distance of 138.16 feet to the point of beginning and containing 12.54 acres, more or less.

BEING a part of the same property conveyed to R. David McDowell, as Agent, by a Trustee's Deed of record in Book 7855, page 973, Register's Office for Davidson County, Tennessee.

The above boundary description was taken in part from a survey, dated December 18, 1986, prepared by Joseph E. Ahler, 708 Hillrise Blvd., Johnson City, Tennessee 37601, License No. 1434.

This conveyance is subject to the following:

1. An easement of record in Book 4202, page 787, said Register's Office.

2. Applicable building and zoning regulations.

3. The conditions, stipulations, and agreements contained in the sales contract dated October 22, 1975 referred to in the deed of record in Book 4981, page 269, said Register's Office.

4. Such water, sewer, and drainage easements which are of record, are required to be shown on recorded plats, or are required by governmental authorities in connection with the development of the foregoing property.

5. A lien for 1994 real property taxes, which have been prorated and assumed by Grantee.

To have and to hold said tract of land, with the appurtenances, estate, title, and interest thereto belonging to the Grantee, its successors and assigns, forever.

Grantors do covenant with the said Grantee that they are lawfully seized and possessed of said property in fee simple,

have a good right to convey said property, and the same is unencumbered, except as otherwise herein set forth.

And Grantors do further covenant and bind themselves, their heirs, successors, and assigns, to warrant and forever defend title to said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through, or under Grantors; provided, however, that all covenants and warranties herein of First American Trust Company, N. A. are made in as full and ample a manner as it can and should do but no further or otherwise, meaning that the extent of its liability is limited by the amount of the corpus of the trusts of which it is the fiduciary and which are conveying interests in the foregoing property.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed on the dates indicated in the acknowledgments below, the corporate parties having caused this instrument to be executed by their duly authorized officers, to make this conveyance effective on the 3RD day of February, 1994.

R. David McDowell

R. Dennis McDowell

FIRST AMERICAN TRUST COMPANY, N. A.,
TRUSTEE

By: _____

BALTZ BROTHERS PACKING COMPANY, D.I.P.

By: Dennis L. Baltz Jr

R. David McDowell, Agent

STATE OF TENNESSEE }
}
COUNTY OF DAVIDSON }

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, R. David McDowell, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office, this 3RD day of FEBRUARY, 1994.

William H. Berry, Jr.
Notary Public

My Commission Expires:

May 24, 1997

STATE OF TENNESSEE }
}
COUNTY OF DAVIDSON }

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, R. Dennis McDowell, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office, this 2ND day of FEBRUARY, 1994.

William H. Berry, Jr.
Notary Public

My Commission Expires:

May 24, 1997

STATE OF TENNESSEE }
}
COUNTY OF DAVIDSON }

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared, DOUGLAS A. KIRBY, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged HIMself to be the VICE-PRESIDENT of First American Trust Company, N. A., the within named bargainor, a national banking association, and that he as such VICE-PRESIDENT executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by HIMself as VICE-PRESIDENT.

WITNESS my hand and seal, at office in Nashville, Davidson County, Tennessee, this 3RD day of FEBRUARY, 1994.

William H. Berry, Jr.
Notary Public

My Commission Expires:

May 24, 1997

STATE OF TENNESSEE }
}
COUNTY OF DAVIDSON }

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Dennis L. Baltz Sr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the President of Baltz Brothers Packing Company, D.I.P., the within named bargainor, a corporation, and that he as such officer executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

WITNESS my hand and seal, at office in Nashville, Davidson County, Tennessee, this 3rd day of February, 1994.

Alisa M. McMurtry
Notary Public

ALISA M. MCMURTRY NOTARY PUBLIC STATE OF TENNESSEE AT LARGE

My Commission Expires:
February 13, 1996

STATE OF TENNESSEE }
Williamson }
COUNTY OF ~~DAVIDSON~~ }

The actual consideration or value, whichever is greater, for this conveyance is $ 160,000.

John L. Cobbs
Affiant

Sworn to and subscribed before me, this 3rd day of February, 1994.

David B. Herbert
Notary Public

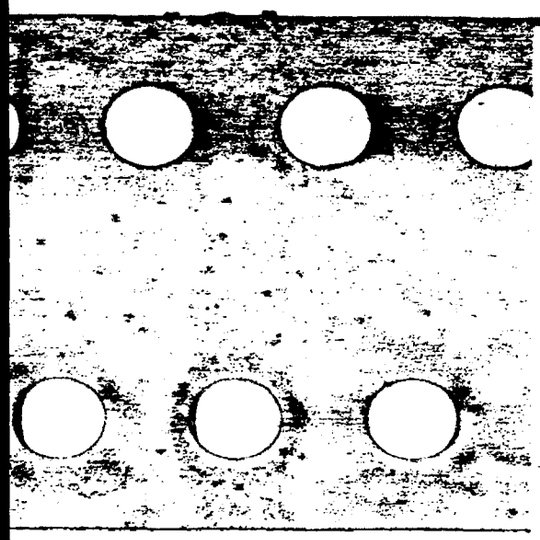
My Commission Expires:

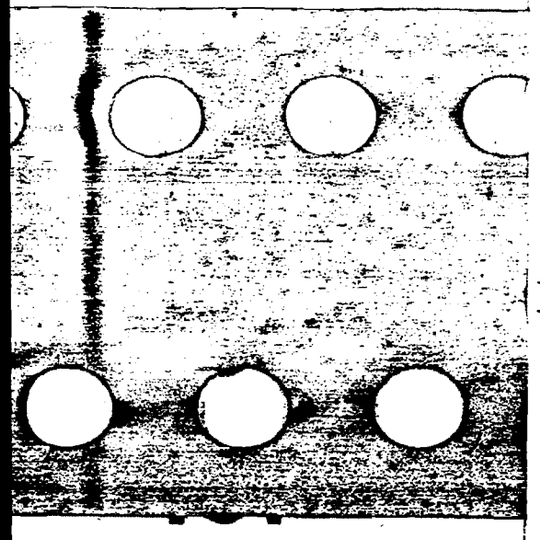
NOTARY PUBLIC AT LARGE
David B. Herbert
My Commission Expires
May 24, 1997
STATE OF TENNESSEE

15173
IDENTIFICATION REFERENCE

94 FEB -4 PM 1:40
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

2744 02/04 0101 03CHECK 629.00





OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9242 PAGE 142

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 160000.00
CON TX 592.00
PRFEE 1.00
WDEED 36.00
TOTAL 629.00
CHECK 629.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

02/04/94 01 13:39 0001 2744

15173
IDENTIF. & REFERENCE

94 FEB -4 PM 1:40
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 755720